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*Counsel to the Mezzanine Lenders*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re:	:	Chapter 11
	:	
STONEWAY CAPITAL LTD., <i>et al.</i> , <sup>1</sup>	:	Case No. 21-10646 (JLG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS**

**PLEASE TAKE NOTICE** that Dechert LLP hereby appears in the above-captioned cases pursuant to Rules 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) as counsel to Gramercy Energy Secured Holdings II LLC, Gemcorp Fund I Limited, and Gemcorp Multi Strategy Master Fund SICAV SCS (collectively, the “Mezzanine

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<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of their registration numbers in the jurisdiction where they operate are: Stoneway Capital Ltd. (4518) (BVI), Stoneway Capital Corporation (1512) (Canada), Stoneway Energy International LP (1029) (Canada), Stoneway Energy LP (1028) (Canada), Stoneway Group LP (0837) (Canada) and Stoneway Power Generation Inc. (1748) (Canada).

Lenders”). The undersigned request that copies of all notices and papers served or required to be served in these chapter 11 cases and in any cases consolidated or administered herewith, be served upon the following:

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**PLEASE TAKE FURTHER NOTICE** that, pursuant to section 1109(b) of title 11 of the United States Code, the foregoing request includes not only the notices and papers referred to in the provisions specified above, but also includes any notice, motion, proposed order, application, petition, pleading, request, complaint, demand, memorandum, affidavit, declaration, presentment, order to show cause, disclosure statement and plan of reorganization, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand-delivery, telephone, facsimile transmission, electronically or otherwise, that is filed or given in connection with these cases and the proceedings therein.

**PLEASE TAKE FURTHER NOTICE** that demand is also made that the above-referenced attorneys be added to the Notice List for notice of all contested matters, adversary proceedings, and other proceedings in these chapter 11 cases.

**PLEASE TAKE FURTHER NOTICE** that this notice of appearance and any prior or subsequent appearance, pleading, claim, or suit is not intended nor shall be deemed to waive the rights of the Mezzanine Lenders: (1) to have an Article III judge adjudicate in the first instance any case, proceeding, matter, or controversy as to which a bankruptcy judge may not enter a final order or judgment consistent with Article III of the United States Constitution; (2) to have final orders in any non-core case, proceeding, matter, or controversy entered only after an opportunity to object to proposed findings of fact and conclusions of law and a *de novo* review by a United States District Court judge; (3) to trial by jury in any case, proceeding, matter, or controversy so triable; (4) to have the reference withdrawn by the United States District Court in any case, proceeding, matter, or controversy subject to mandatory or discretionary withdrawal; or (5) to assert any other rights, claims, actions, defenses, setoffs, or recoupments to which the Mezzanine Lenders is or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments expressly are hereby reserved. For the avoidance of doubt, filing this notice is not intended as, and shall not be, consent by the Mezzanine Lenders to the entry of final orders and judgments in any case, proceeding, matter, or controversy if it is determined that the Court, absent consent of the Mezzanine Lenders, cannot enter final orders or judgments in any such case, proceeding, matter, or controversy, as applicable, consistent with Article III of the United States Constitution.

*[Remainder of page intentionally left blank.]*

Dated: May 19, 2021  
New York, New York

Respectfully submitted,

By: /s/ Stephen M. Wolpert

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*Counsel to the Mezzanine Lenders*

**CERTIFICATE OF SERVICE**

I hereby certify that on May 19, 2021, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send a notification of such filing to all ECF recipients in the above-captioned matter.

Dated: New York, New York.  
May 19, 2021

Respectfully submitted,

By: /s/ Stephen M. Wolpert

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